

*Hearing Date and Time: July 22, 2010 at 10:00 a.m.*

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

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Timothy A. Fusco

Marc N. Swanson

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re

Chapter 11

DPH HOLDINGS CORP., *et al.*,

Jointly Administered

Case No. 05-44481-RDD

Debtors.

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DELPHI CORPORATION, *et al.*,

Adversary Proceeding No.

Plaintiffs,

07-02414 -RDD

VS.

NILES USA INC. and NILES USA.,

Defendant.

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**JOINDER OF NILES USA INC. AND NILES USA TO REPLIES TO REORGANIZED  
DEBTORS' OMNIBUS RESPONSE TO MOTIONS SEEKING, AMONG OTHER FORMS  
OF RELIEF, ORDERS TO VACATE CERTAIN PROCEDURAL ORDERS PREVIOUSLY  
ENTERED BY THIS COURT AND  
TO DISMISS THE AVOIDANCE ACTIONS AGAINST THE MOVING DEFENDANTS**

Niles USA Inc. and Niles USA (collectively, "Niles"), by its attorneys, Miller, Canfield,  
Paddock and Stone, P.L.C., hereby joins and adopts with respect to the above captioned  
adversary proceeding ("Adversary Proceeding"), the arguments set forth in the Replies, together

with the supporting memorandum, set forth on Exhibit A attached hereto (each individually “Reply” and collectively “Replies”).

Niles previously filed a Motion to Dismiss the complaint against it and for other relief through a joinder to Motions To: (I) Vacate Certain Prior Orders Of The Court Establishing Procedures For Certain Adversary Proceedings; (II) Dismiss The Complaint With Prejudice; Or (III) In The Alternative, To Require Plaintiffs To File A More Definitive Statement (“Motion and Joinder”). The Motion and Joinder was filed in this Adversary Proceeding on May 14, 2010 (Doc. No. 22).

On June 7, 2010, the Reorganized Debtors filed their response to Niles’ Motion and Joinder. *See* Omnibus Response to Motions Seeking, Among Other Forms of Relief, Orders to Vacate Certain Procedural Orders Previously Entered by this Court and to Dismiss the Avoidance Actions Against the Moving Defendants (“Plaintiffs’ Response”). (Doc. No. 23.)

In the interest of legal and judicial efficiency, Niles will not reiterate the arguments which have already been made in the Replies. Instead, Niles, by filing this Reply, hereby incorporates by reference, as if fully stated herein, the arguments stated in the Replies. Niles additionally supplements and highlights the Replies and the facts set forth therein with respect to its Adversary Case as follows:

Niles supplements and highlights the Replies and the facts set forth therein as follows:

1. Plaintiff’s complaint against Niles seeks recovery of over \$9 million in alleged preferential transfers. The complaint does not, however, identify which Debtor entity made the alleged transfers, provide invoice numbers or any other information which would allow Niles to investigate the alleged transfers. The complaint merely states an amount and a date for the transfers, many of which are for very large amounts.

2. Because the complaint against Niles fails to allege even the most basic facts of the claims against Niles it does not comply with the requirements established by the Supreme Court in Bell Atlantic Corp. v. Twombly, 550 U.S. 544 (2007) and Ashcroft v. Iqbal, 129 S. Ct. 1937 (2009). A more complete analysis of this issue is set forth in the Reply of HP Enterprise Services, LLC and Affiliates which is adopted by Niles.

Wherefore, based upon the aforementioned reasons and the reasoning set forth in the Replies, Niles, by its undersigned attorneys, requests that the Adversary Proceeding against it be dismissed or that in the alternative any other or additional relief granted for the benefit of one or more adversary proceeding defendants be granted to Niles.

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

By /s/ Timothy A. Fusco

Timothy A. Fusco (P13768)

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Dated: July 2, 2010

**EXHIBIT A**

- REPLY MEMORANDUM OF LAW IN SUPPORT OF MOTIONS OF AFFINIA, GKN, MSX AND VALEO TO: (A) VACATE CERTAIN PRIOR ORDERS OF THE COURT; (B) DISMISS THE COMPLAINT WITH PREJUDICE; (C) AND DISMISS THE CLAIMS AGAINST CERTAIN DEFENDANTS NAMED IN THE COMPLAINT; AND (D) DISMISS CLAIMS BASED ON ASSUMPTION OF CONTRACTS; OR (E) IN THE ALTERNATIVE, TO REQUIRE PLAINTIFFS TO FILE A MORE DEFINITE STATEMENT
- REPLY OF WAGNER-SMITH COMPANY TO REORGANIZED DEBTORS' OMNIBUS RESPONSE TO MOTIONS SEEKING, AMONG OTHER FORMS OF RELIEF, ORDERS TO VACATE CERTAIN PROCEDURAL ORDERS PREVIOUSLY ENTERED BY THIS COURT AND TO DISMISS THE AVOIDANCE ACTIONS AGAINST THE MOVING DEFENDANTS
- REPLY OF HP ENTERPRISE SERVICES, LLC AND AFFILIATES IN SUPPORT OF THEIR MOTION FOR AN ORDER DISMISSING THE COMPLAINT WITH PREJUDICE, AND VACATING CERTAIN PRIOR ORDERS PURSUANT TO FED. R. CIV. P. 60 AND FED. R. BANKR. P. 9024
- REPLY AND JOINDER IN FURTHER SUPPORT OF MOTION OF JOHNSON CONTROLS, JOHNSON CONTROLS BATTERY GROUP, JOHNSON CONTROLS GMBH & CO. KG AND JOHNSON CONTROLS, INC. TO: (A) VACATE CERTAIN PRIOR ORDERS OF THE COURT; (B) DISMISS THE COMPLAINT WITH PREJUDICE; OR (C) IN THE ALTERNATIVE, TO DISMISS THE CLAIMS AGAINST CERTAIN DEFENDANTS NAMED IN THE COMPLAINT AND TO REQUIRE PLAINTIFFS TO FILE A MORE DEFINITE STATEMENT

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Defendant.

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**CERTIFICATE OF SERVICE**

Timothy A. Fusco hereby certifies that, on July 2, 2010, he served a copy of the foregoing Joinder Of Niles USA Inc. and Niles USA To Replies To Reorganized Debtors' Omnibus Response To Motions Seeking, Among Other Forms Of Relief, Orders To Vacate Certain Procedural Orders Previously Entered By This Court And To Dismiss The Avoidance Actions Against The Moving Defendants upon counsel for the Plaintiff and reorganized debtors by e-mail directed to the email address set forth below and that he provided a courtesy copy of the same to the Chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge by e-mail directed to chambers:

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The Honorable Robert D. Drain  
United States Bankruptcy Judge  
**Via Email: [rdd.chambers@nysb.uscourts.gov](mailto:rdd.chambers@nysb.uscourts.gov)**

/s/ Timothy A. Fusco  
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